

1 LERACH COUGHLIN STOIA GELLER
2 RUDMAN & ROBBINS LLP
3 SHAWN A. WILLIAMS (213113)
4 MONIQUE C. WINKLER (213031)
5 100 Pine Street, Suite 2600
6 San Francisco, CA 94111
7 Telephone: 415/288-4545
8 415/288-4534 (fax)
9 shawnw@lerachlaw.com
10 moniquew@lerachlaw.com
11 – and –
12 TRAVIS E. DOWNS III (148274)
13 BENNY C. GOODMAN III (211302)
14 655 West Broadway, Suite 1900
15 San Diego, CA 92101
16 Telephone: 619/231-1058
17 619/231-7423 (fax)
18 travisd@lerachlaw.com
19 bennyg@lerachlaw.com

20 [Proposed] Co-Lead Counsel for Plaintiffs

21 [Additional counsel appear on signature page.]

22 UNITED STATES DISTRICT COURT

23 NORTHERN DISTRICT OF CALIFORNIA

24 THE EDWARD J. GOODMAN LIFE) No. C-06-06110-SBA
25 INCOME TRUST, Derivatively on Behalf of)
26 NVIDIA CORPORATION,) STIPULATION AND ORDER
27 Plaintiff,) CONSOLIDATING CASES FOR ALL
28 vs.) PURPOSES, APPOINTING LEAD
JEN-HSUN HUANG, et al.,)) PLAINTIFF AND LEAD COUNSEL, AND
Defendants,)) ESTABLISHING BRIEFING SCHEDULE
– and –)
NVIDIA CORPORATION, a Delaware)
corporation,)
Nominal Defendant.)

29 [Caption continued on following page.]

30

31

32

1 HYUN JA PARK, Derivatively on Behalf of) No. C-06-06544-SBA
2 NVIDIA CORPORATION,)
3 Plaintiff,)
4 vs.)
5 JEN-HSUN HUANG, et al.,)
6 Defendants,)
7 – and –)
8 NVIDIA CORPORATION, a Delaware)
9 corporation,)
10 Nominal Defendant.)
11 _____)
12 ALASKA ELECTRICAL PENSION FUND,) No. C-06-06952-SBA
13 Derivatively on Behalf of NVIDIA)
14 CORPORATION,)
15 Plaintiff,)
16 vs.)
17 JEN-HSUN HUANG, et al.,)
18 Defendants,)
19 – and –)
20 NVIDIA CORPORATION, a Delaware)
21 corporation,)
22 Nominal Defendant.)
23 _____)
24)
25)
26)
27)
28)

[Caption continued on following page.]

1 PHILLIP MCCARTHY, an Individual,) No. C-06-07035-SBA
2 Derivatively on Behalf of NVIDIA)
3 CORPORATION,)
4 Plaintiff,)
5 vs.)
6 Defendants,)
7 – and –)
8 NVIDIA CORPORATION, a Delaware)
9 corporation,)
10 Nominal Defendant.)

11 LIUNA STAFF & AFFILIATES PENSION) No. C-06-07061-SBA
12 FUND, Derivatively on Behalf of NVIDIA)
13 CORPORATION,)
14 Plaintiff,)
15 vs.)
16 Defendants,)
17 – and –)
18 NVIDIA CORPORATION, a Delaware)
19 corporation,)
20 Nominal Defendant.)

21
22
23
24
25
26
27
28

1 ROBERT MARKEWICH, In The Right Of) No. C-06-07416-SBA
2 And For The Benefit Of NVIDIA)
CORPORATION,)
3 Plaintiff,)
4 vs.)
5 JEN-HSUN HUANG, et al.,)
6 Defendants,)
7 – and –)
8 NVIDIA CORPORATION,)
9 Nominal Defendant.)
10 _____
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

1 WHEREAS, there are currently six derivative actions pending in this District filed by
 2 NVIDIA Corporation (“NVIDIA” or the “Company”) shareholders on behalf of the Company
 3 arising out of the same transactions and occurrences and involving the same or substantially similar
 4 issues of law and fact, and, therefore, the six actions should be consolidated for all purposes under
 5 Fed. R. Civ. P. 42(a):

Abbreviated Case Name	Case Number	Date Filed
<i>Edward J. Goodman Life Income Trust v. Huang, et al.</i>	C-06-06110-SBA	September 29, 2006
<i>Park v. Huang, et al.</i>	C-06-06544-SBA	October 19, 2006
<i>Alaska Electrical Pension Fund v. Huang, et al.</i>	C-06-06952-SBA	November 7, 2006
<i>McCarthy v. Huang, et al.</i>	C-06-07035-SBA	November 13, 2006
<i>LIUNA Staff & Affiliates Pension Fund v. Huang, et al.</i>	C-06-07061-SBA	November 14, 2006
<i>Markewich v. Huang, et al.</i>	C-06-07416-SBA	December 4, 2006

16 WHEREAS, on December 7, 2006 LIUNA Staff & Affiliates Pension Fund (“LIUNA”) filed
 17 a Memorandum of Points and Authorities in Support of the Motion of LIUNA Staff & Affiliates
 18 Pension Fund for Consolidation of Related Cases, Appointment as Lead Derivative Plaintiff,
 19 Appointment of Barrack, Rodos & Bacine [(“Barrack Rodos”)] as Interim Lead Derivative Counsel;

20 WHEREAS, on December 8, 2006, Edward J. Goodman Life Income Trust filed a
 21 Memorandum of Points and Authorities in Support of the Motion of the Edward J. Goodman Life
 22 Income Trust to Consolidate Related Actions, for Appointment as Lead Plaintiff and for
 23 Appointment of Co-Lead Counsel, selecting Berman, DeValerio, Pease, Tabacco, Burt & Pucillo and
 24 Kohn, Swift & Graf, P.C. as Co-Lead Counsel;

25 WHEREAS, on December 15, 2006, Alaska Electrical Pension Fund (“Alaska Electrical”)
 26 filed a Notice of Motion and Motion to Consolidate, to Appoint Alaska Electrical Pension Fund as
 27 Lead Plaintiff and Appoint Lerach Coughlin Stoia Geller Rudman & Robbins LLP [(“Lerach
 28 Coughlin”)] as Lead Counsel;

1 WHEREAS, after meeting and conferring, all lead plaintiff movants agree that Alaska
2 Electrical and LIUNA should be appointed lead plaintiffs and Lerach Coughlin and Barrack Rodos
3 should be appointed co-lead counsel;

4 WHEREAS, nominal defendants NVIDIA and the individual defendants have no objection to
5 the appointment of Alaska Electrical and LIUNA as lead plaintiffs and Lerach Coughlin and Barrack
6 Rodos as co-lead counsel;

7 WHEREAS, on February 28, 2007, Alaska Electrical and LIUNA, in their agreed-upon
8 capacity as lead plaintiffs, filed the Consolidated Verified Shareholders Derivative Complaint
9 (“Consolidated Complaint”);

10 WHEREAS, nominal defendant NVIDIA and all individual defendants intend to file motions
11 to dismiss the Consolidated Complaint; and

12 WHEREAS, all parties agree that, given the complexity and importance of the issues, an
13 extended briefing schedule on defendants’ motions is appropriate;

14 THEREFORE, IT IS STIPULATED AND AGREED by lead plaintiff movants and
15 defendants, through their respective counsel of record, as follows:

16 **I. CONSOLIDATION OF ACTIONS**

17 1. The following actions are hereby consolidated for all purposes, including pretrial
18 proceedings, trial and appeal:

19 2. The caption of these consolidated actions shall be “*In re NVIDIA Corp. Derivative*
20 *Litigation*” and the files of these consolidated actions shall be maintained in one file under Master
21 File No. C-06-06110-SBA. Any other actions now pending or later filed in this Court which arise
22 out of or are related to the same facts as alleged in the above-identified cases shall be consolidated
23 for all purposes, if and when they are brought to the Court’s attention.

24 3. Every pleading filed in the consolidated actions, or in any separate action included
25 herein, shall bear the following caption:

26

27

28

1 In re NVIDIA CORP. DERIVATIVE) Master File No. C-06-06110-SBA
2 LITIGATION)
3 _____)
4 This Document Relates To:)
5 ALL ACTIONS.)
6 _____)
7)
8)
9)
10)
11)
12)
13)
14)
15)
16)
17)
18)
19)
20)
21)
22)
23)
24)
25)
26)
27)
28)

4. When a pleading is intended to be applicable to all actions governed by this Order,
the words "All Actions" shall appear immediately after the words "This Document Relates To:" in
the caption set out above. When a pleading is intended to be applicable to only some, but not all, of
the consolidated actions, this Court's docket number for each individual action to which the pleading
is intended to be applicable and the abbreviated case name of said action shall appear immediately
after the words "This Document Relates To:" in the caption described above (e.g., "No. C-06-06952-
SBA, *Alaska Electrical Pension Fund v. Huang, et al.*").

5. A Master Docket and a Master File hereby are established for the above consolidated
proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall
continue to be maintained for each of the individual actions hereby consolidated, and entries shall be
made in the docket of each individual case in accordance with the regular procedures of the clerk of
this Court, except as modified by this Order.

6. When a pleading is filed and the caption shows that it is applicable to "All Actions,"
the clerk shall file such pleading in the Master File and note such filing on the Master Docket. No
further copies need be filed, and no other docket entries need be made.

7. When a pleading is filed and the caption shows that it is to be applicable to fewer than
all of the consolidated actions, the clerk will file such pleading in the Master File only but shall
docket such filing on the Master Docket and the docket of each applicable action.

8. When a case which properly belongs as part of *In re NVIDIA Corp. Derivative
Litigation* is filed in this Court or transferred to this Court from another court and assigned to Judge
Armstrong, the clerk of this Court shall:

(a) Place a copy of this Order in the separate file for such action;

II. APPOINTMENT OF LEAD PLAINTIFFS AND CO-LEAD COUNSEL

9. Plaintiffs Alaska Electrical and LIUNA shall be appointed lead plaintiffs.

10 10. The law firms of Lerach Coughlin and Barrack Rodos shall be appointed co-lead
11 counsel for plaintiffs in the consolidated NVIDIA shareholder derivative actions.

11. Co-lead counsel shall be responsible for the overall supervision and conduct of the
consolidated actions on behalf of all plaintiffs and shall have authority to speak for plaintiffs in
matters regarding pretrial and trial procedure and settlement negotiations, and shall make all work
assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and
to avoid duplicative or unproductive effort.

17 12. Co-lead counsel shall be responsible for coordination of all activities and appearances
18 on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No motion,
19 request for discovery or other pretrial proceedings shall be initiated or filed by plaintiffs except
20 through co-lead counsel.

21 13. Co-lead counsel also shall be available and responsible for communications to and
22 from this Court. Co-lead counsel shall be responsible for the creation and maintenance of a master
23 service list of all parties and their respective counsel.

24 14. Defendants' counsel may rely upon all agreements made with co-lead counsel, or
25 other duly authorized representatives of plaintiffs, and such agreements shall be binding on
26 plaintiffs.

III. BRIEFING SCHEDULE

1. Nominal defendant NVIDIA and the individual defendants shall file their motions to dismiss on or before May 15, 2007.

2. Lead plaintiffs shall file their opposition brief(s) on or before July 2, 2007.

5 3. Nominal defendant NVIDIA and the individual defendants shall file their reply
6 brief(s) on or before July 23, 2007.

7 4. A hearing on the motions to dismiss will occur on a date thereafter convenient to the
8 Court.

9 IT IS SO STIPULATED.

10 | DATED: April 3, 2007

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
SHAWN A. WILLIAMS
MONIQUE C. WINKLER

/s/
SHAWN A. WILLIAMS

100 Pine Street, Suite 2600
San Francisco, CA 94111
Telephone: 415/288-4545
415/288-4534 (fax)

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
TRAVIS E. DOWNS III
BENNY C. GOODMAN III
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
THOMAS G. WILHELM
9601 Wilshire Blvd., Suite 510
Los Angeles, CA 90210
Telephone: 310/859-3100
310/278-2148 (fax)

Counsel for Alaska Electrical Pension Fund and
[Proposed] Co-Lead Counsel for Plaintiffs

I, Shawn A. Williams, am the ECF User whose ID and password are being used to file this Stipulation and [Proposed] Order Consolidating Cases for all Purposes, Appointing Lead Plaintiff and Lead Counsel and Setting Briefing Schedule. In compliance with General Order 45, X.B., I hereby attest that Christopher T. Heffelfinger has concurred in this filing.

DATED: April 3, 2007

BERMAN DeVALERIO PEASE TABACCO
BURT & PUCILLO
CHRISTOPHER T. HEFFELFINGER

/S/

CHRISTOPHER T. HEFFELFINGER

425 California Street, Suite 2025
San Francisco, CA 94104
Telephone: 415/433-3200
415/433-6382 (fax)

Counsel for Plaintiff Edward J. Goodman Life
Income Trust

I, Shawn A. Williams, am the ECF User whose ID and password are being used to file this Stipulation and [Proposed] Order Consolidating Cases for all Purposes, Appointing Lead Plaintiff and Lead Counsel and Setting Briefing Schedule. In compliance with General Order 45, X.B., I hereby attest that Denis F. Sheils has concurred in this filing.

DATED: April 3, 2007

KOHN SWIFT & GRAF, P.C.
DENIS F. SHEILS

/s/

DENIS F. SHEILS

One South Broad Street, Suite 2100
Philadelphia, PA 19107-3389
Telephone: 215/238-1700
215/238-1968 (fax)

Counsel for Plaintiff Edward J. Goodman Life Income Trust

I, Shawn A. Williams, am the ECF User whose ID and password are being used to file this Stipulation and [Proposed] Order Consolidating Cases for all Purposes, Appointing Lead Plaintiff and Lead Counsel and Setting Briefing Schedule. In compliance with General Order 45, X.B., I hereby attest that Stephen R. Bassler has concurred in this filing.

DATED: April 3, 2007

BARRACK, RODOS & BACINE
STEPHEN R. BASSER
JOHN L. HAEUSSLER

/s/

STEPHEN R. BASSER

1
2
3
402 West Broadway, Suite 850
San Diego, CA 92101
Telephone: 619/230-0800
619/230-1874 (fax)

5
6
7
8
9
10
BARRACK, RODOS & BACINE
DANIEL BACINE
JEFFREY W. GOLAN
Two Commerce Square
2001 Market Street, Suite 3300
Philadelphia, PA 19103
Telephone: 215/963-0600
215/963-0838 (fax)

11
12
13
Counsel for Plaintiff LIUNA Staff & Affiliates
Pension Fund and [Proposed] Co-Lead Counsel
for Plaintiffs

14
15
16
*I, Shawn A. Williams, am the ECF User whose ID and password are being used to file this
Stipulation and [Proposed] Order Consolidating Cases for all Purposes, Appointing Lead Plaintiff
and Lead Counsel and Setting Briefing Schedule. In compliance with General Order 45, X.B., I
hereby attest that James N. Kramer has concurred in this filing.*

17
18
19
20
21
DATED: April 3, 2007

22
23
24
25
ORRICK, HERRINGTON & SUTCLIFFE LLP
JAMES N. KRAMER
MICHAEL D. TORPEY
RICHARD GALLAGHER
JAMES THOMPSON

26
27
28

/s/
JAMES N. KRAMER

The Orrick Building
405 Howard Street
San Francisco, CA 94105
Telephone: 415/773-5700
415/773-5759 (fax)

Attorneys for Nominal Defendant NVIDIA
Corporation and Defendants Jen-Hsun Huang,
Marvin D. Burkett, Chris A. Malachowsky,
David M. Shannon, Daniel F. Vivoli, Jeffrey D.
Fisher, Steven Chu, Tench Coxe, James C.
Gaither, Harvey C. Jones, William J. Miller,
Mark L. Perry, A. Brooke Seawell, Curtis R.
Priem, Mark L. Steven, and Mary Dotz

I, Shawn A. Williams, am the ECF User whose ID and password are being used to file this Stipulation and [Proposed] Order Consolidating Cases for all Purposes, Appointing Lead Plaintiff and Lead Counsel and Setting Briefing Schedule. In compliance with General Order 45, X.B., I hereby attest that Karin Kramer has concurred in this filing.

DATED: April 3, 2007

HOWREY LLP
KARIN KRAMER
LEIGH A. KIRMSSE

/s/

KARIN KRAMER

525 Market Street, Suite 3600
San Francisco, CA 94105-2708
Telephone: 415/848-4966
415/848-4999 (fax)

Atorneys for Defendant Christine B. Hoberg

* * *

ORDER

IT IS SO ORDERED.

DATED:

4/24/07

Saundra B. Armstrong
THE HONORABLE SAUNDRA B. ARMSTRONG
UNITED STATES DISTRICT JUDGE

T:\Cases\SF\NVIDIA\STP00038387-Con.doc

1 CERTIFICATE OF SERVICE

2 I hereby certify that on April 3, 2007, I electronically filed the foregoing with the Clerk of the
3 Court using the CM/ECF system which will send notification of such filing to the e-mail addresses
4 denoted on the attached Electronic Mail Notice List, and I hereby certify that I have mailed the
5 foregoing document or paper via the United States Postal Service to the non-CM/ECF participants
6 indicated on the attached Manual Notice List.

7 _____
8 /s/
9 SHAWN A. WILLIAMS

10 LERACH COUGHLIN STOIA GELLER
11 RUDMAN & ROBBINS LLP
12 100 Pine Street, 26th Floor
13 San Francisco, CA 94111
14 Telephone: 415/288-4545
15 415/288-4534 (fax)
16 E-mail: ShawnW@lerachlaw.com